

ARTICLES OF INCORPORATION

OF

GMC CLASSICS, INC.

Secretary of State

AUG 27 1983

Corporation

I, the undersigned natural person acting as incorporator of a nonprofit corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is GMC CLASSICS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is: A nonprofit social and recreational club for motorhome owners which also educates its members on how to safely operate and maintain their motorhomes.

ARTICLE IIIA

A director of the corporation is not liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability for a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders or members;
- (2) an act of omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

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- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
 - (4) an act of omission for which the liability of a director is expressly provided for by statute; or
 - (5) an act to an unlawful stock repurchase or payment of a dividend.

ARTICLE IV

The address of its initial registered office is 1401 Elm Street, Suite 3404, Dallas, Texas 75202, and the name of its initial registered agent at such address is SALLIE H. O'CONNELL.

ARTICLE V

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of said persons who are to serve as directors are:

Gordon Dunlap	400 Forest White Oak, Texas 75693
Gene Daglel	1327 Keller Lane Seguin, Texas 78155
Nancy Fulks	P.O. Box 461 Lakehills, Texas 78063
Corky McHaney	Rt. 2, Box 6-C Medina, Texas 78055
Gordon L. Wright	5518 Tanbark Dallas, Texas 75229

ARTICLE VI

The name and address of the incorporator is:

Sallie H. O'Connell	1401 Elm Street, Suite 3404 Dallas, Texas 75202
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IN WITNESS WHEREOF, I have hereunto set my hand this the 6th
day of August, 1993.

Sallie H. O'Connell
SALLIE H. O'CONNELL



Department of the Treasury
Internal Revenue Service
AUSTIN, TX 73301

Date of this notice: DEC. 26, 1994
Taxpayer Identifying Number 75-2424679
Form: 2363 Tax Period:



For assistance you may
call us at:
1-800-829-1040 ST. OF TX

GMC CLASSICS INC
HCR 2 BOX 6C
MEDINA TX 78055-9406060

WE CHANGED YOUR NAME AND/OR ADDRESS

~~THANK YOU FOR YOUR CORRESPONDENCE.~~ AS YOU REQUESTED, WE'VE MADE THE FOLLOWING
CHANGES TO YOUR NAME AND/OR ADDRESS:

NAME AND ADDRESS PREVIOUSLY
SHOWN ON YOUR ACCOUNT

NAME AND ADDRESS NOW
SHOWN ON YOUR ACCOUNT

GMC CLASSICS INC
5518 TAN BARK
DALLAS TX 75229-5559182

GMC CLASSICS INC
HCR 2 BOX 6C
MEDINA TX 78055-9406060

IF YOU DON'T AGREE WITH THIS CHANGE, PLEASE LET US KNOW.